SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549 FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB Number: 3235-0076 Expires: April 30, 2008 Estimated average burden hours per response...16.00



Name of Offering (check if this is an amendment and name has changed, and indicate change.) Windermere Place Apartments - \$8,650,000 Offering
Filing Under (Check box(es) that apply):
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Windermere Apartments Acquisitions, LLC
Address of Executive Offices (Number of Street, City, State, Zip Code) 709 E. Colorado Boulevard, Suite 110, Pasadena, CA 91101 Telephone number (including area code) (626) 796-8700
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone number (including area code) (if different from Executive Offices)
Brief Description of Business Ownership of Windermere Place Apartments located in Muncie, Indiana
Type of Business Organization Corporation Dimited partnership, already formed business trust Dimited partnership, to be formed Limited Liability Company
Actual or Estimated Date of Incorporation or Organization: Month Year
GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501, et seq., or 15 U.S.C. 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee.
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed. ATTENTION
Failure to file notice in the appropriate state will not result in loss of the federal exemption.
Conversely, failure to file the appropriate federal notice will not result in a loss of an available state
exemption unless such exemption is predicated upon the filing of a federal notice.
Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number. SEC 1972(6-02)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Luke V. McCarthy Business or Residence Address (Number and Street, City, State, Zip Code) 709 E. Colorado Boulevard, Suite 110, Pasadena, California 91101 Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Michael W. Palmer Business or Residence Address (Number and Street, City, State, Zip Code) Real Property Systems, Inc., 12402 Industrial Boulevard, Suite B-2, Victorville, California 92392 Check Box(es) that Apply:

Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Evergreen Development, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 709 E. Colorado Boulevard, Suite 110, Pasadena, California 91101 Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner ☐ Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES, AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount all answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and incommounts of the securities offered for exchange and already exchanged.	eady sold. I licate in the	Enter "0" if the columns below the
	Aggr	regate ng Price	Amount Already Sold
	Debt\$	0	\$0
	Equity\$\$	0	\$0
	Convertible Securities (including warrants)	0	\$O
	· · · · · · · · · · · · · · · · · · ·	0	\$ 0
	Other (Tenant in common interests)		\$ 8,650,000
		650,000	\$ <u>8,650,000</u>
	Answer also in Appendix, Column 3, if filing under ULOE.	000,000	φ <u>σ,σσσ,σσσ</u>
2.	-	nber	Aggregate Dollar Amount
	Inves		of Purchases
	Accredited Investors Non-accredited Investors	23 0	\$ <u>8,650,000</u> \$ <u>0</u>
		<u> </u>	
	Total (for filings under Rule 504 only)		\$
	all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type	of	Dollar Amount
	Type of Offering Secu		Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the this offering. Exclude amounts relating solely to organization expenses of the issuer. The given as subject to future contingencies. If the amount of an expenditures is not known, from and check the box to the left of the estimate.	information	may be
	Transfer Agent's Fees		\$0
	Printing and Engraving Costs	🛛	\$5,000
	Legal Fees	🛛	\$40,000
	Accounting Fees	🛛	\$40,000
	Engineering Fees		\$ <u>0</u>
	Sales Commission (specify finders' fees separately)		\$ 605,000
	Other Expenses (due diligence fees, marketing expenses and miscellaneous offering e		\$ 386,000
	Total		\$ 1,076,500

C.	OFFERING PRICE, NUMBER	OF INVESTORS	, EXPENSES, AND	USE OF PROCEEDS
		· · · · · · · · · · · · · · · · · · ·		

		the aggregate offering price given in response to Part in response to Part C - Question 4.a. This difference i				\$ <u>7,351</u>	,000,
5.	each of the purposes shown. If the check the box to the left of the esti	djusted gross proceeds to the issuer used or proposed amount for any purpose is not known, furnish an est mate. The total of payments listed must equal the ad	imate	e and			
	proceeds to the issuer set forth in	response to Part C - Question 4.b. above.		Of Dire	nents to ficers, ctors & liates	Payments Others	
	Salaries and fees			\$	0	□ \$	0
	Purchase of real estate			\$	0	⊠ \$ <u>6,19</u>	6,000
	Purchase, rental, or leasing and in	stallation of machinery and equipment		\$	0	□ \$	0
	Construction or leasing of plant bu	uldings and facilities		\$	0	□ \$	0
	offering that may be used in excha	cluding the value of securities involved in this nge for the assets or securities of another issuer	_	Ф	•	— •	0
	-				0	□ \$	
				. —	0	□ \$	0
				\$	0		0,000
	Other (specify): acquisition costs, f	inancing fees and costs, closing costs, acquisition fee	Δi	\$	200,000	⊠ \$ <u>80</u>	<u> 5,000</u>
	Column Totals	als added)	⊠	\$	<u>200,000</u> ⊠ \$ <u>7,3</u>	⊠ \$ <u>7,15</u> 51,000	51,00 <u>0</u>
		D. FEDERAL SIGNATURE to be signed by the undersigned duly authorized persecutaking by the issuer to furnish to the U. S. Securitie					
		nished by the issuer to any non-accredited investor pu					
Wi	indermere Apartments vestors, LLC	Signature O O O O O O O O O O O O O O O O O O O	•		Date 9/	21/06	
	me of Signer (print or type) ike V. McCarthy	Title of Signer (print or type) Co-Manager of Windermere Apartme	nts	Inve	stors, LL	C	
		ATTENTION					

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1.	Is any party described in 17 CFR 2 provisions of such rule?	Yes No □ ⊠		
		See Appendix, Colun	nn 5, for state response.	
2.	The undersigned issuer hereby und Form D (17 CFR 239.500) at such t	•	•	e in which this notice is filed, a notice on
3.	The undersigned issuer hereby und issuer to offerees.	dertakes to furnish to the sta	te administrators, upon writt	en request, information furnished by the
4.		E) of the state in which this i	notice is filed and understand	ne satisfied to be entitled to the Uniform s that the issuer claiming the availability
	e issuer has read this information an dersigned duly authorized persons.	d knows the contents to be t	rue and has duly caused this i	notice to be signed on its behalf by the
Iss	uer (print or type)	Signature		Date
	indermere Apartments vestors, LLC			9/21/05
	me of Signer (print or type) ke V. McCarthy	Title of Signer (print or ty	_{pe)} Windermere Apartme	nts Investors, LLC

Print the name and title of the signing representative under this signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	4					5	
				Type of investor and amount purchased in State (Part C- Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1)		
	Yes	No	\$8,650,000 in Tenant in Common Interests ("Interests")	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
AL		х	Interests-\$8,650,000						х	
AK		х	Interests-\$8,6500,000						х	
AZ		х	Interests-\$8,650,000						X	
AR		х	Interests-\$8,650,000						х	
CA		х	Interests-\$8,650,000	14	4,921,850				х	
CO		х	Interests-\$8,650,000		-			-	Х	
CT		х	Interests-\$8,6500,000						Х	
DE		х	Interests-\$8,6500,000						Х	
DC		х	Interests-\$8,650,000						Х	
FL		х	Interests-\$8,650,000	3	1,094,225				Х	
GA		х	Interests-\$8,6500,000						х	
HI		х	Interests-\$8,6500,000						х	
ID		х	Interests-\$8,650,000						х	
IL		х	Interests-\$8,650,000						Х	
IN		х	Interests-\$8,650,000						х	
IA		Х	Interests-\$8,650,000						Х	
KS		Х	Interests-\$8,6500,000						Х	
KY		х	Interests-\$8,6500,000						Х	
LA		х	Interests-\$8,650,000						X	
ME 		х	Interests-\$8,650,000						X	
MD		х	Interests-\$8,650,000						х	
MA		X	Interests-\$8,650,000						Х	
MI		X	Interests-\$8,6500,000						Х	
MN		Х	Interests-\$8,650,000						Х	
MS		Х	Interests-\$8,650,000						Х	
MO		Х	Interests-\$8,6500,000						х	

APPENDIX

1 State	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	4					5	
				Type of investor and amount purchased in State (Part C- Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1)		
	Yes	No	\$8,6500,000 in Tenant in Common Interests ("Interests")	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
MT		Х	Interests-\$8,6500,000	1	311,400				Х	
NE		х	Interests-\$8,650,000						X	
NV		х	Interests-\$8,650,000						Х	
NH		х	Interests-\$8,650,000						Х	
NJ		х	Interests-\$8,65,000						Х	
NM		х	Interests-\$8,650,000						Х	
NY										
NC		х	Interests-\$8,650,000						Х	
ND		х	Interests-\$8,650,000			<u> </u>			Х	
ОН		х	Interests-\$8,650,000						X	
OK		Х	Interests-\$8,650,000						Х	
OR		X	Interests-\$8,650,000						Х	
PA		х	Interests-\$8,650,000						Х	
RI		х	Interests-\$8,650,000	-					Х	
SC		х	Interests-\$8,6500,000	<u> </u>					Х	
SD		х	Interests-\$8,650,000						х	
TN		Х	Interests-\$8,650,000						Х	
TX		х	Interests-\$8,6500,000		-				х	
UT		x	Interests-\$8,650,000						X	
VT		х	Interests-\$8,650,000						х	
VA		х	Interests-\$8,650,000	1	553,600				X	
WA		X	Interests-\$8,650,000	2	1,280,200				х	
WV		Х	Interests-\$8,650,000						х	
WI		X	Interests-\$8,6500,000	2	488,725				Х	
WY		X	Interests-\$8,650,000						X	
PR										